



QWEST/ESCHELON IMPLEMENTATION PLAN

Appendix A(6)

1. IMPLEMENTATION PLAN OVERVIEW AND OBJECTIVES

1.1. Eschelon Telecom, Inc., and its subsidiaries, ("Eschelon") and Qwest Corporation ("Qwest") (collectively, the "Parties") have agreed to develop an Implementation Plan ("Implementation Plan") to document and establish processes and procedures to mutually improve Qwest's and Eschelon's business relations.

1.2. The objective of the Implementation Plan is to give structure as to how Qwest and Eschelon will work as business partners to arrive at mutually satisfying business solutions and settlements.

2. RESOLUTION OF BUSINESS ISSUES

2.1. Qwest has established a service account team for Eschelon. Other organizations within Qwest also interact directly with Eschelon personnel. Each functional area has specific functional support responsibilities. (See, for example, Attachment 1).

2.1.1. The Qwest Service Management team will hold weekly meetings with Eschelon to identify and resolve service-related issues.

2.1.2. As desired, the Qwest Service Management team will continue to facilitate other meetings with subject matter experts within Qwest to address Eschelon's service-related issues.

2.1.3 Qwest will provide Eschelon policy and process change information electronically through the use of a centrally maintained database. Detailed Eschelon-specific information will be provided to Eschelon through the Service Management Account Team.

2.2. Qwest has provided Eschelon with an escalation chart and process to follow (Attachment 2) in identifying the names and telephone numbers of the persons at Qwest (or their successors) that Eschelon may contact to escalate service-related issues. Qwest and Eschelon may agree to revise the escalation chart and process from time to time, provided the level of support to Eschelon is not decreased.

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2.3. Each quarter until December 31, 2005, or as otherwise agreed by the Parties, Dana Filip and/or her designee or successor and Rick Smith and/or his designee or successor agree to meet together (via telephone, live conference or otherwise) to review the status of Eschelon's service-related issues.

2.5 The Parties agree to attend and participate in quarterly executive meetings. The purpose of these meetings will be to address, discuss, and attempt to resolve unresolved business issues, anticipated business issues, and issues related to the Parties' interconnection agreements, Implementation Plan, and other agreements. The meetings will be attended by executives from both companies at the vice-president level or above. The parties may agree to meet less frequently.

3. TREATMENT OF LOCAL USAGE ASSOCIATED WITH UNE-P SWITCHING FOR ESCHELON'S TOLL TRAFFIC.

3.1 The Parties have agreed that Qwest will calculate local usage charges associated with Unbundled Network Element Platform ("UNE-P") switching on Eschelon's interLATA and intraLATA toll traffic, and Eschelon will pay undisputed amounts within 30 days from Eschelon's receipt of the monthly invoice from Qwest. (See Attachment 3.2, ¶III(B) of Interconnection Agreement Amendment Terms, Nov. 15, 2000). Qwest will calculate local usage charges in accordance with the procedures set forth on Attachment 3 to this Implementation Plan.

4. SERVICE MANAGEMENT AND METRICS

Eschelon has alleged that Qwest has failed at times to promptly provide services. In order to ascertain Qwest's service levels, the parties have agreed to the following:

4.1. Qwest and Eschelon will track and report performance measurements designed to monitor Qwest's levels of service.

4.2 Representatives from Qwest and Eschelon will hold monthly working meetings to review and discuss the measurements. Quarterly executive level meetings will also be held to review results, performance trends, and set service improvement priorities.

4.3 A jointly developed action plan will be created, implemented and reviewed at the monthly meetings to facilitate the service excellence expected by both Parties.

5. COORDINATION REGARDING COMMON ISSUES

5.1 Appropriate representatives of Eschelon and Qwest will meet and confer as needed to communicate and to minimize conflicts which arise between the Parties. Further, the Parties will work with each other as issues of dispute and conflict arise and will seek in good faith to obtain resolution of those issues.

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6. INTRALATA TOLL

6.1 Eschelon and Qwest agree to negotiate in good faith to obtain an agreement, by September 1, 2001, regarding terms and conditions relating to Qwest's end-user customers who choose Qwest as their retail intraLATA toll carrier.

7. MODIFICATION AND TERM OF IMPLEMENTATION PLAN

7.1 This Implementation Plan is subject to modification as mutually agreed upon, in writing, by the Parties whose signatures are included on this agreement or their designated representatives.

7.2 This Plan becomes effective and will remain in effect until December 31, 2005, unless otherwise mutually terminated or extended by the Parties in writing.

8. COORDINATION FOR CONVERSIONS

Qwest has undertaken certain enhancements to the UNE-P and is in the process of implementing such enhancements. Qwest agrees to take commercially reasonable efforts to ensure that service provided to Eschelon's end-user customers is not adversely affected during the conversion to UNE-P. Qwest will provide notice to Eschelon before changes relating to the conversion are made, plan the conversion jointly with Eschelon, and use a phased approach to converting customers over time on an agreed upon schedule.

QWEST/ESCHELON IMPLEMENTATION PLAN TERMS ACCEPTED BY:

Eschelon Telecom, Inc.

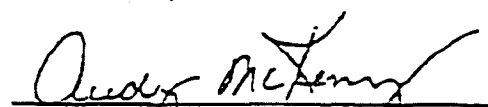

Signature

Richard A. Smith
Name Printed/Typed

President and COO
Title

July 31, 2001
Date

Qwest Corporation


Signature

Audrey McKenney
Name Printed/Typed

SVP - Wholesale Mktg
Title

July 31, 2001
Date

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Business Issue Resolution Categories



Service Center

- Pre-order inquiry
- Order status
- Critical date management
- Order expedites (less than standard interval requests)
- Tier 1 and 2 order escalation
- Delayed order management
- CNR (customer-not-ready) notification and management
- Order writing process
- Order flow process
- Center operational issues (i.e., lack of response, service order quality and timeliness issues)
- System availability

Service Management

- Proactive management of service
- Tier 3 and 4 order escalation (i.e., failure of center to accelerate critical dates to satisfaction of customer)
- Interface on major outages (i.e., switch failures, natural disasters)
- Service performance reporting
- Action planning with appropriate internal organizations on service performance differences
- Lead meetings on resolving priority service and business issues (PSBT)
- Document progress of PSBT team and escalate issues as necessary
- Gather trends in service quality and timeliness and conduct post mortems/root cause analysis
- Manage interconnection agreements and subsequent amendments
- Answer product questions and facilitate modification requests
- Serve as customer liaison with Project management, Sales, Service Center, and all other internal organizations

Sales

- Account status and growth opportunities
- Coordinate forecasting with project management
- New product introduction and use
- Lead meetings on account status and growth
- Funding and costing inquiry

The center structure is as follows:
 Service Delivery Coordinators
 Customer Service Managers
 Sr Customer Service Manager
 Sr Director
 Vice President

Performance related issues regarding the responsibilities within the Service Center should be handled by the appropriate level in this structure.

The Service Management structure is as follows:

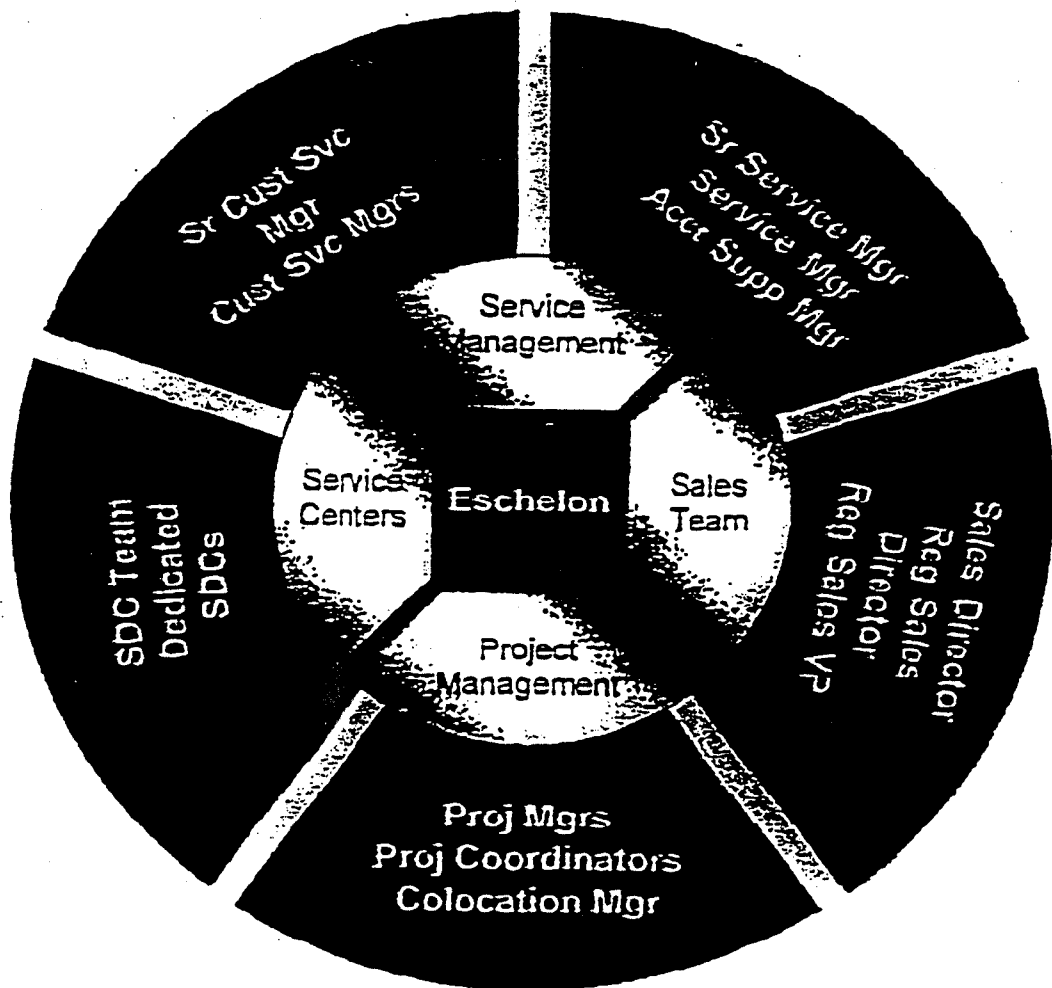
Service Manager
 Sr Service Manager
 Director - Customer Service
 Sr Director - Customer Service
 Service
 Vice President
 Sr Vice President

Performance related issues regarding the responsibilities within Service Management should be handled by the appropriate level in this structure.

The Sales Management structure is as follows:

Sales Director
 Regional Sales Director
 Regional VP Sales
 Sr VP Sales

Performance related issues regarding the responsibilities within Sales Management should be handled by the appropriate level in this structure.



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Eschelon
Escalation Tier Contact Information

Tier	Contacts	Functions
Des Moines Service Center		
0	N/A	
1	Private Line 800-246-1271 LIS 800-537-0002 Delayed Orders 800-340-9629	<ul style="list-style-type: none"> • Handle Customer Calls • ASR Order Status • Queries on Completion Dates • Questions on Due Dates • FOC questions/Resends of FOC's • Assisting with ASR prep • Answer Questions on Rejects/Delayed Orders. • Manage Critical Dates, Due Date Changes, VP Expedites, Out of Service Conditions, Feature Discrepancies, Delays at Test and Turn up and General Delayed Order Questions • Timely Customer updates, meet call back commitments
2	All Products 515-286-4067 Duty Pager 800-759-8888 Pin 829-3082 Duty pager is covered during and after center hours	<ul style="list-style-type: none"> • Respond to missed commitments from TIER 1 • Assist TIER 1 with unresolved Customer issues • Resolve issues with other departments • Document details in appropriate databases • Timely Customer updates, meet call back commitments • If further escalation is necessary, a commitment is made for a call back from next level
3	Service Manager Pat Levene 612-663-6265	<ul style="list-style-type: none"> • Receive escalations on a variety of service order related issues from Service Delivery Coordinators (SDC) and/or directly from the customer • Respond to missed commitments or

		<p>calls for assistance from TIER 2</p> <ul style="list-style-type: none"> • Evaluate and Manage special circumstances requiring VP expedites • Resolve issues with other departments • Timely Customer updates, meet call back commitments • Document details in the appropriate databases • If further escalation is necessary, a commitment is made for a call back from next level
4	Senior Service Manager Steve Sheahan 612-663-7527	<p>Tier 4, 5, 6,7 would become involved in a service order escalation:</p> <ul style="list-style-type: none"> • Major network outage • After normal process of tiered escalations failed to resolve the issue to the customer's satisfaction <p>It is the role and responsibility of each level to support the decision of the previous level unless another alternative that has not been investigated presents itself. If the resolution of the issue is not possible or implementation of the order can not be accelerated for whatever reason, a clear and complete explanation of the circumstances is necessary so that the customer can respond to the end user with authority.</p>
5	Director Joan Masztaler 303-896-8331	
6	Sr Director Toni Dubuque 612-288-3831	
7	Vice President Christie Doherty 303-896-0848	

Eschelon
Escalation Tier Contact Information

Tier	Contacts	Functions
Minneapolis Service Center		
0	N/A	
1	Centrex 800-279-8806 Complex Resale 800-636-8746 Delayed Orders 888-796-9087	<ul style="list-style-type: none"> • Handle Customer Calls • LSR Order Status • Queries on Completion Dates • Questions on Due Dates • FOC questions/Resends of FOC's • Assisting with LSR prep • Answer Questions on Rejects/Delayed Orders. • Manage Critical Dates, Due Date Changes, VP Expedites, Out of Service Conditions, Feature Discrepancies, Delays at Test and Turn up and General Delayed Order Questions • Timely Customer updates, meet call back commitments
2	All Products 800-366-9974 Duty Pager 612-622-3624 Delayed Orders 303-787-6503 Duty Pager 800-946-4646 Pin 141-4422 Duty pager is covered during and after center hours	<ul style="list-style-type: none"> • Respond to missed commitments from TIER 1 • Assist TIER 1 with unresolved Customer issues • Resolve issues with other departments • Document details in appropriate databases • Timely Customer updates; meet call back commitments • If further escalation is necessary, a commitment is made for a call back from next level
3	Service Manager	<ul style="list-style-type: none"> • Receive escalations on a variety of service order related issues from

	Pat Levene 612-663-6265	Service Delivery Coordinators (SDC) and/or directly from the customer <ul style="list-style-type: none"> • Respond to missed commitments or calls for assistance from TIER 2 • Evaluate and Manage special circumstances requiring VP expedites • Resolve issues with other departments • Timely Customer updates, meet call back commitments • Document details in the appropriate databases • If further escalation is necessary, a commitment is made for a call back from next level
4	Senior Service Manager Steve Sheahan 612-663-7527	Tier 4, 5, 6,7 would become involved in a service order escalation: <ul style="list-style-type: none"> • Major network outage • After normal process of tiered escalations failed to resolve the issue to the customer's satisfaction. <p>It is the role and responsibility of each level to support the decision of the previous level unless another alternative that has not been investigated presents itself. If the resolution of the issue is not possible or implementation of the order can not be accelerated for whatever reason, a clear and complete explanation of the circumstances is necessary so that the customer can respond to the end user with authority.</p>
5	Director Joan Masztaler 303-896-8331	
6	Sr Director Toni Dubuque 612-288-3831	
7	Vice President Christie Doherty 303-896-0848	

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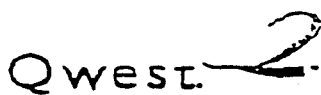
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Attachment 2

Eschelon
Escalation Tier Contact Information

Tier	Contacts	Functions
Denver Service Center		
0	Call Center 888-796-9087	<ul style="list-style-type: none">• Handle Customer Calls• LSR/Order Status• Queries on Completion Dates• FOC questions/Resends of FOC's• Assisting with LSR prep• Answer questions on Rejects/Delayed orders• Document details in appropriate databases
1	Warm transfer from the call center as appropriate	<ul style="list-style-type: none">• Receive warm transfer from Call Center using ticketing process• Resolve missed FOC intervals• Manage Critical Dates, Due Date Changes, VP Expedites, Out of Service Conditions, Feature Discrepancies, Delays at Test and Turn up and General Delayed Order Questions• Timely Customer updates, meet call back commitments• Resolve issues with other departments• Document details in appropriate databases
2	Duty Pager 303-201-4939 [during Center hours] 800-423-3641 [after Center hours] Delayed Orders 303-787-6503 Duty Pager 800-946-4646 Pin 141-4422 Duty pager is covered during and after Center	<ul style="list-style-type: none">• Respond to missed commitments from TIER 1• Assist TIER 1 with unresolved Customer issues• Resolve issues with other departments• Document details in appropriate databases• Timely Customer updates, meet call back commitments• If further escalation is necessary, a commitment is made for a call back from next level

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	hours	
3	Service Manager Pat Levene 612-663-6265	<ul style="list-style-type: none"> • Receive escalations on a variety of service order related issues from Service Delivery Coordinators (SDC) and/or directly from the customer • Respond to missed commitments or calls for assistance from TIER 2 • Evaluate and Manage special circumstances requiring VP expedites • Resolve issues with other departments • Timely Customer updates, meet call back commitments • Document details in the appropriate databases • If further escalation is necessary, a commitment is made for a call back from next level
4	Senior Service Manager Steve Sheahan 612-612-663-7527	Tier 4, 5, 6,7 would become involved in a service order escalation: <ul style="list-style-type: none"> • Major network outage • After normal process of tiered escalations failed to resolve the issue to the customer's satisfaction <p>It is the role and responsibility of each level to support the decision of the previous level unless another alternative that has not been investigated presents itself. If the resolution of the issue is not possible or implementation of the order can not be accelerated for whatever reason, a clear and complete explanation of the circumstances is necessary so that the customer can respond to the end user with authority.</p>
5	Director Joan Masztaler 303-896-8331	
6	Sr Director Toni Dubuque 612-288-3831	
7	Vice President Christie Doherty 303-896-0848	

Omaha Service Center

New Coordinated Install Group	800 486-3986
Exsisting Hot Cut Group	800 697-0772
IPG (Integrated Pair Gain) Group	888 286-1666
Warranty Group (Technician Testers)	888 304-5777
Toll Free Fax	888 307-3999
Emergency QCCC Pager	888 274-4069
Team Leader Dana Frenking	402 591-6026 Pager 888 827-2717
Director James Mackie	402 591-5600 Pager 888 243-2906
VP Scott Simanson	303 703-2100 Pager 877 616-5044

ACCOUNT MAINTENANCE SUPPORT CENTER (AMSC) Call Center
CREATE/STATUS/ESCALATIONS LIST 5-1-01

Title		Non-Design Services	Designed Services	Info To Provide
		Type of Service CNTX, LNP	Type of Service: HI-CAP (DS1,DS3) DSO Type 2 Trunking	
1	Qwest AMSC Initial Trouble Report	800-223-7881	800-223-7881	Non Design Telephone Number Designed Services Circuit ID, CLLI Code, 2/6 code or Trunk Group #
2	Status	800-223-7881	800-223-7881	Non Design Telephone Number Designed Services Qwest Ticket Number
3	Escalations <i>Note: The appropriate Escalation Manager's Name & Number will be provided after the Designed Test Center is contacted</i>	800-223-7881	800-223-7881	<u>Non Design</u> Telephone Number <u>Designed Services</u> Qwest Ticket Number

4	AMSC Call Center On-Call Duty Manager (On-Call duty 7x24 rotates, please call center to have appropriate Manager contacted.)	800-223-7881	800-223-7881	<u>Non Design</u> Telephone Number <u>Designed Services</u> Qwest Ticket Number
5	AMSC Team Leader	Nina Gable 719-444-9900	Nina Gable 719-444-9900	<u>Non Design</u> Telephone Number <u>Designed Services</u> Qwest Ticket Number
6	AMSC Director	Sheila Thompson 208-385-8783	Sheila Thompson 208-385-8783	<u>Non Design</u> Telephone Number <u>Designed Services</u> Qwest Ticket Number
7	AMSC VP Manager	Rob Williams 303-308-7380	Rob Williams 303-308-7380	<u>Non Design</u> Telephone Number <u>Designed Services</u> Qwest Ticket Number
	911 Trunks	800-357-0911	911 Trunks	Circuit ID or 2/6 Code
	Resold 1FR & 1FB - POTS	800-405-0083	1FR & 1FB	Telephone Number

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ATTACHMENT 3

Qwest will calculate local usage charges associated with UNE-P switching on Eschelon's interLATA and intraLATA toll traffic as follows:

1. Qwest will utilize the Originating and Terminating long distance minutes of use on Eschelon's UNE-P lines monthly as reported in the switched access minutes of use provided to Eschelon by Qwest. Qwest will identify the usage by state, so appropriate state rates can be applied to each minute of usage.
2. Qwest's invoice will show the rates used to calculate the usage charges. The rate elements applicable to this traffic are local switching ("LS") and shared transport ("ST") as set forth in the Interconnection Agreements between the Parties (not access tariffs). Charges will reflect any rate reductions subsequently made by Qwest either voluntarily or upon regulatory or court order. If there are such reductions after the effective date of this Amendment, Qwest will use any such new rates in the monthly calculation when the rates become effective.
3. Routing of traffic will determine the appropriate rates to apply to each minute. Certain assumptions will be made as to the percent of traffic originating and terminating from a tandem versus traffic routed directly to and from end offices (e.g., Direct End Office Trunking, "DEOT"). The calculations for each revenue stream to Qwest are as follows:
 - a. Total Originating Local Switching Revenue is equal to Revenue from End Office Routed Traffic plus Revenue from Tandem Routed Traffic ($i + ii = \text{Total Originating Local Switching Revenue}$)
 - i. Revenue from End Office Routed Traffic is:-
 $\% \text{ DEOT Routed Originating Minutes of Use ("MOUs")} \times \text{Originating MOUs} \times \text{LS rate element}$
 - ii. Revenue from Tandem Routed Traffic is:
 $[(1 - \% \text{ DEOT Routed Originating Traffic}) \times \text{Originating MOUs} \times \text{LS rate element}] + [(1 - \% \text{ DEOT Routed Originating Traffic}) \times \text{Originating MOUs} \times \text{ST rate element}]$
 - b. Total Terminating Local Switching Revenue is equal to Revenue from End Office Routed Traffic plus Revenue from Tandem Routed Traffic.

i. Revenue from End Office Routed Traffic is:

% DEOT Routed Terminating MOUs x Terminating MOUs x LS rate element

ii. Revenue from Tandem Routed Traffic is:

[(1 - % DEOT Routed Terminating Traffic) x Terminating MOUs x LS rate element] + [(1 - % DEOT Routed Terminating Traffic) x Terminating MOUs x ST rate element]

c. Total Local Switching Revenue = (a) Originating Revenue + (b) Terminating Revenue

4. As reflected in the above calculation, the LS rate is applied to all traffic, while the ST rates are only applied to traffic that is routed through an access tandem.

5. The following weighting factors for DEOT and Tandem traffic will be used until the Parties agree to new weighting factors or actual weightings can be obtained.

a. Originating:

i. DEOT Routed: AZ (59.5%); CO (60.0%); MN (47.5%); OR (57.0%); UT (58.5%); WA (58.0%)

ii. Tandem Routed: AZ (41.5%); CO (40.0%); MN (52.5%); OR (43.0%); UT (41.5%); WA (42.0%)

b. Terminating:

i. DEOT Routed: AZ (57.5%); CO (55.5%); MN (50.0%); OR (54.0%); UT (53.5%); WA (54.5%)

ii. Tandem Routed: AZ (42.5%); CO (44.5%); MN (50.0%); OR (46.0%); UT (46.5%); WA (45.5%)

If actual weightings can be obtained, actual weightings will be used.

6. In the event that usage, routing, or network configuration patterns change, the Parties agree to negotiate any material changes to the assumptions in the above calculation.